

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

TPC GROUP INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-10493 (CTG)

Jointly Administered

**SECOND AMENDED² NOTICE OF AGENDA FOR OMNIBUS HEARING
SCHEDULED FOR SEPTEMBER 6, 2022, AT 1:00 P.M. EASTERN TIME**

This hearing will be conducted entirely over Zoom and requires all participants to register in advance. Please register by September 2, 2022 at 4:00 p.m. Eastern Time.

COURTCALL WILL NOT BE USED FOR THIS HEARING.

Please use the following link to register for this hearing:

<https://debuscourts.zoomgov.com/meeting/register/vJIteeCpqjwuEjvQnQLkmfRj34rkgra7QS0>

After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing.

**YOU MUST USE YOUR FULL NAME WHEN LOGGING INTO ZOOM OR
YOU WILL NOT BE ALLOWED INTO THE MEETING.**

Topic: TPC Group, Inc.

Time: September 6, 2022, at 1:00 P.M. Eastern Time (US and Canada)

ADJOURNED MATTERS

1. Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77002.

² Amended items are in **bold**.

Related Forms, (IV) Authorizing Debtors to Conduct the Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 491](#)– filed July 22, 2022].

Objection Deadline: August 5, 2022 at 4:00 p.m. (ET); extended by agreement among the parties to August 10, 2022 at 4:00 p.m. (ET) for the U.S. Trustee, the UCC, and Cerberus and Bayside.

Objections/Responses Received:

- i. United States Trustee’s Objection to Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and Related Forms, (IV) Authorizing Debtors to Conduct the Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 606](#) – filed August 9, 2022];
- ii. Objection of Cerberus Capital Management, L.P. and Bayside Capital, Inc. to Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and Related Forms, (IV) Authorizing Debtors to Conduct the Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 616](#) – filed August 10, 2022];
- iii. Objection and Reservation of Rights of the Official Committee Of Unsecured Creditors to Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and Related Forms, (IV) Authorizing Debtors to Conduct the Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 620](#) – filed August 10, 2022]; and
- iv. Objection and Reservation of Rights of Mockingbird Credit Opportunities Company to the Debtors’ Backstop Motion [[D.I. 624](#) – filed August 10, 2022].

Related Documents:

- i. Declaration of Zul Jamal in Support of the Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and Related Forms, (IV) Authorizing Debtors to Conduct the Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 492](#) – filed July 22, 2022]; and
- ii. Notice of Filing of Revised Exhibit D to Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and Related Forms, (IV) Authorizing Debtors to Conduct Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 493](#) – filed July 22, 2022].

Status: This matter is adjourned to a hearing date yet to be determined.

MATTERS GOING FORWARD

2. Debtors' Motion for Entry of an Order (I) Approving the Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief [[D.I. 490](#) – filed July 22, 2022].

Objection Deadline: August 5, 2022 at 4:00 p.m. (ET); extended by agreement among the parties to August 10, 2022, at 4:00 p.m. (ET) for the United States Trustee (“U.S. Trustee”), the Official Committee of Unsecured Creditors (“UCC”), and Cerberus Capital Management, L.P. and Bayside Capital, Inc. (“Cerberus and Bayside”), and to August 12, 2022, at 4:00 p.m. (ET) for Pension Benefit Guaranty Corporation.

Objections/Responses Received:

- i. The Texas Commission on Environmental Quality’s and United States Environmental Protection Agency’s Limited Objection to the Debtors’ Motion for Entry of an Order (I) Approving Disclosure Statement (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (Relates to Dkt. Nos. 216, 217, & 490) [[D.I. 586](#) – filed August 5, 2022];
- ii. Limited Objection of Nalco Company LLC to the Disclosure Statement and Solicitation Procedures [[D.I. 587](#) – filed August 5, 2022];
- iii. United States Trustee’s Objection to (A) Debtors’ Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief [[D.I. 605](#) – filed August 9, 2022];
- iv. Objection of the Official Committee of Unsecured Creditors to Debtors’ Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief ([D.I. 619](#) – filed August 10, 2022];

- v. TPC Group Litigation Plaintiffs' Joinder to the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief [[D.I. 621](#) – filed August 10, 2022]; and
- vi. Objection of Cerberus Capital Management, L.P. and Bayside Capital, Inc. to Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and Related Forms, (IV) Authorizing Debtors to Conduct the Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 616](#) – filed August 10, 2022].

Related Documents:

- i. Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 216](#) – filed June 16, 2022];
- ii. Disclosure Statement for Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 217](#) – filed June 16, 2022];
- iii. Notice of Disclosure Statement Hearing [[D.I. 396](#) – filed July 8, 2022];
- iv. Notice of Filing of Exhibit D to Disclosure Statement for Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 692](#) – filed August 30, 2022];
- v. Notice of Filing of Exhibit E and Exhibit F to Disclosure Statement for Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 695](#) – filed August 31, 2022];
- vi. Notice of Filing of Amended Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 707](#) – filed September 1, 2022];
- vii. Notice of Filing of Disclosure Statement for Amended Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 708](#) – filed September 1, 2022];
- viii. Motion of the Debtors for Leave to File Late Reply in Support of Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (V) Granting Related Relief [[D.I. 710](#) – filed September 1, 2022];

- ix. Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (V) Granting Related Relief [[D.I. 710-1](#) – filed September 1, 2022]; and
- x. Notice of Filing of Revised Proposed Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (V) Granting Related Relief [[D.I. 714](#) – filed September 2, 2022].

Status: This matter is going forward as a status conference only. The substantive hearing on this matter is adjourned to September 13, 2022 at 10:00 a.m. (ET).

- 3. **Motion to Shorten Notice of Debtors' Motion for an Order Modifying the Application of Local Rule (f)(i) & (iii) in Respect of Certain PNO and Other Claims Objections and Approving Consolidated Claims Objection Procedures [[D.I. 723](#) – filed September 2, 2022].**

[Proposed] Objection Deadline: At or before any hearing on the Motion.

Objections/Responses Received: None to date.

Related Documents:

- i. Debtors' Motion for an Order Modifying the Application of Local Rule 3007-(f)(i) & (iii) in Respect of Certain PNO and Other Claims Objections and Approving Consolidated Claims Objection Procedures [[D.I. 722](#) – filed September 2, 2022].

Status: At the direction of the Court, this matter is going forward.

Dated: September 5, 2022
Wilmington, Delaware

BAKER BOTTS L.L.P.

James R. Prince (admitted *pro hac vice*)
Kevin Chiu (admitted *pro hac vice*)
2001 Ross Avenue, Suite 900
Dallas, Texas 75201-2980
Telephone: (214) 953-6500
Facsimile: (214) 953-6503
Email: jim.prince@bakerbotts.com
kevin.chiu@bakerbotts.com

-and-

BAKER BOTTS L.L.P.

Scott R. Bowling (admitted *pro hac vice*)
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 408-2500
Facsimile: (212) 259-2501
Email: scott.bowling@bakerbotts.com

-and-

BAKER BOTTS L.L.P.

David R. Eastlake (admitted *pro hac vice*)
Lauren N. Randle (admitted *pro hac vice*)
910 Louisiana Street
Houston, Texas 77002
Telephone: (713) 229-1234
Facsimile: (713) 229-1522
Email: david.eastlake@bakerbotts.com
lauren.randle@bakerbotts.com

/s/ Brian Loughnane

**MORRIS, NICHOLS, ARSHT & TUNNELL
LLP**

Robert J. Dehney (No. 3578)
Curtis S. Miller (No. 4583)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Matthew O. Talmo (No. 6333)
Brian Loughnane (No. 6853)
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
Email: rdehney@morrisnichols.com
cmiller@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
mtalmo@morrisnichols.com
bloughnane@morrisnichols.com

*Attorneys for Debtors
and Debtors in Possession*